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To: Division of Corporations
Fax Number : (850) 617-6381

From: **AMY J. PATTERSON**
Account Name : CNL FINANCIAL GROUP, INC.
Account Number : 113615003626
Phone : (407) 650-1000 1540
Fax Number : (407) 540-2699

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FOREIGN PROFIT/NONPROFIT CORPORATION

CNL Income Ballena Marina TRS Corp.

| | |
|-----------------------|---------|
| Certificate of Status | 0 |
| Certified Copy | 1 |
| Page Count | 04 |
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APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. CNL Income Ballena Marina TRS Corp.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware

(State or country under the law of which it is incorporated)

3. 27-1175077

(FEI number, if applicable)

4. October 21, 2009

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. Upon qualification

(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 450 S. Orange Avenue, Orlando, FL 32801

(Principal office address)

PO Box 4920, Orlando, FL 32802-4920

(Current mailing address)

8. owner/lessor of personal property

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: Linda A. Scarcelli

Office Address: 450 S. Orange Avenue

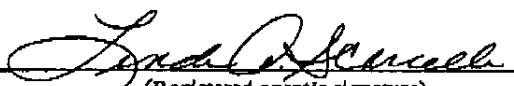
Orlando, Florida 32801

(City)

(Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: Please see attached

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Please see attached

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. _____

(Signature of Director or Officer listed in number 12 of the application)

14. Linda A. Scarcelli, Assistant Secretary

(Typed or printed name and capacity of person signing application)

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| Management Structure | |
|----------------------|-------------------------------------|
| Entity Name | CNL Income Ballena Marina TRS Corp. |

| Name | Title | Address |
|----------------------------|--------------------------|--|
| Muller, Charles A. | Director | 450 So. Orange Avenue, Orlando, FL 32801 |
| Quinlan, Tammie A. | Director | 450 So. Orange Avenue, Orlando, FL 32801 |
| Sinelli, Amy | Director | 450 So. Orange Avenue, Orlando, FL 32801 |
| DeAngelis, David V. | Independent Director | 68 So. Service Road, Suite 120, Melville, NY 11747 |
| Fridlington, John L. | Independent Director | 68 So. Service Road, Suite 120, Melville, NY 11747 |
| Scarcalli, Linda A. | Assistant Secretary | 450 So. Orange Avenue, Orlando, FL 32801 |
| Muller, Charles A. | Executive Vice President | 450 So. Orange Avenue, Orlando, FL 32801 |
| Quinlan, Tammie A. | Executive Vice President | 450 So. Orange Avenue, Orlando, FL 32801 |
| Carlock, Jr., Raymon Byron | President | 450 So. Orange Avenue, Orlando, FL 32801 |
| Sinelli, Amy | Secretary | 450 So. Orange Avenue, Orlando, FL 32801 |
| Johnson, Joseph T. | Senior Vice President | 450 So. Orange Avenue, Orlando, FL 32801 |
| Sinelli, Amy | Senior Vice President | 450 So. Orange Avenue, Orlando, FL 32801 |
| Bourne, Robert A. | Treasurer | 450 So. Orange Avenue, Orlando, FL 32801 |

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TALLAHASSEE, FLORIDA

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Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CNL INCOME BALLENA MARINA TRS CORP." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SECOND DAY OF OCTOBER, A.D. 2009.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

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Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7596766

DATE: 10-22-09

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